

Declaration are based on my personal knowledge, my familiarity with the Debtors'

books and records, my review of relevant documents, and discussion with Delphi's outside counsel in the SouthTrust vs. Delphi et. al. case. If I were called upon to testify, I could and would testify competently to the facts set forth herein.

4. I submit this Declaration in support of the Debtors' objection (the "Objection") to the motion (the "Motion") by Wachovia Bank, National Association, as successor by merger to South Trust Bank, ("Wachovia" or "South Trust") for an Order for relief from the automatic stay to proceed with a Mississippi state court lawsuit (the "State Court Action") against Larry Graves ("Mr. Graves"), one of the Debtors' current employees.

5. I have read the Motion and the Objection and am fully familiar with the facts, circumstances and status of the State Court Action.

6. To the best of my information, knowledge and belief, each of the factual statements contained in the Debtors' Objection are true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: April 11, 2007

/s/ Joseph E. Papelian
Joseph E. Papelian